

RECORDATION NO. 23777 FILED

DEC 20 '01 2-28 PM

ALVORD AND ALVORD

ATTORNEYS AT LAW
1600 K STREET, NW
SUITE 200

WASHINGTON, D.C.

20006-2973

(202) 393-2266

FAX (202) 393-2156

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

December 20, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Head Lease Agreement (CA-WF-2001), dated as of December 18, 2001, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: State of California Department of
Transportation
Legal Division, MS57
1120 N Street
Sacramento, California 95812-1438

Lessee: State Street Bank and Trust Company of
California, National Association, Trustee
Library Tower
633 West Fifth Street, 12th Floor
Los Angeles, CA 90071

Mr. Vernon A. Williams
December 20, 2001
Page 2

A description of the railroad equipment covered by the enclosed document is:

Six (6) General Motors F59PHI locomotives with State of California Department of Transportation road marks 2010 – 2015; and twelve (12) coach railcars with State of California Department of Transportation road marks 6351, 6451, 6461 – 6463, 6851, 6951 – 6953 and 6961 – 6963.

A short summary of the document to appear in the index is:

Memorandum of Head Lease Agreement (CA-WF-2001),.

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bjg
Enclosures

MEMORANDUM OF HEAD LEASE AGREEMENT (CA-WF 2001)

Memorandum of Head Lease Agreement (CA-WF 2001), dated as of December 18, 2001 between **STATE OF CALIFORNIA DEPARTMENT OF TRANSPORTATION**, as Head Lessor (the "*Head Lessor*"), and **STATE STREET BANK AND TRUST COMPANY OF CALIFORNIA, NATIONAL ASSOCIATION**, a national banking association, not in its individual capacity, but solely as Trustee under the Trust Agreement (CA-WF 2001), dated as of the date hereof, between the Trust Company and **WELLS FARGO BANK MINNESOTA, NATIONAL ASSOCIATION**, a national banking association, as Head Lessee (the "*Head Lessee*").

WITNESSETH:

The undersigned have entered into that certain Head Lease Agreement (CA-WF 2001), dated as of December 18, 2001, whereby the Head Lessor has agreed to lease to the Head Lessee and the Head Lessee has agreed to lease from the Head Lessor certain railroad equipment bearing car numbers as listed on Exhibit A attached hereto, subject to the terms defined in said Head Lease Agreement (CA-WF 2001).

Remainder of page intentionally left blank

RECORDATION NO. 23777 FILED

DEC 20 '01 2-28 PM

SURFACE TRANSPORTATION BOARD

Memorandum of Head Lease Agreement (CA-WF 2001)

IN WITNESS WHEREOF, the Head Lessor and the Head Lessee have each caused this Memorandum of Head Lease Agreement to be duly executed by their respective authorized officers on the day and year first above written.

HEAD LESSOR:

STATE OF CALIFORNIA DEPARTMENT OF
TRANSPORTATION

By: William B. Bassett
Name: William B. Bassett
Title: Attorney

ACKNOWLEDGEMENT

STATE OF New York)
COUNTY OF New York) ss.

On December 14, 2001, before me, Theresa K. Finnegan, personally came William B. Bassett, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity and that by her signature on the instrument, the person or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.

Theresa K. Finnegan
Notary Public

My commission expires on Dec. 21, 2001

THERESA K. FINNEGAN
NOTARY PUBLIC, State of New York
No. 01F14915012
Qualified in Nassau County
Commission Expires Dec. 21, 2001

HEAD LESSEE:

STATE STREET BANK AND TRUST
COMPANY OF CALIFORNIA, NATIONAL
ASSOCIATION, not in its individual capacity, but
solely as Trustee

By: _____

Name: Paula Oswald
Title: Vice President

ACKNOWLEDGEMENT

STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

On December 13, 2001 before me, Pathricia O'Connor the undersigned notary public in and for said County and State, personally appeared Paula Oswald, personally known to me ~~or proved to me on the basis of satisfactory evidence~~ to be the person(s) whose name(s) is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity(ies) and that, by her signature(s) on the instrument, the person(s) or the entity(ies) upon behalf of which the person(s) acted executed the instrument.

WITNESS my hand and official seal.



My commission expires on September 23, 2003



EXHIBIT A

DESCRIPTION OF RAILCARS; EQUIPMENT VALUES

Item of Equipment	Serial No.	Equipment Value
General Motors F59PHI Locomotive	2010	\$4,300,000
General Motors F59PHI Locomotive	2011	\$4,300,000
General Motors F59PHI Locomotive	2012	\$4,300,000
General Motors F59PHI Locomotive	2013	\$4,300,000
General Motors F59PHI Locomotive	2014	\$4,300,000
General Motors F59PHI Locomotive	2015	\$4,300,000
Alstom Cab/Baggage Coach	6951	\$3,530,000
Alstom Cab/Baggage Coach	6952	\$3,530,000
Alstom Cab/Baggage Coach	6953	\$3,530,000
Alstom Cab/Baggage Coach	6961	\$3,530,000
Alstom Cab/Baggage Coach	6962	\$3,530,000
Alstom Cab/Baggage Coach	6963	\$3,530,000
Alstom Custom Class Coach	6851	\$3,780,000
Alstom Café Coach	6351	\$3,650,000
Alstom Trailer Coach	6451	\$3,530,000
Alstom Trailer Coach	6461	\$3,530,000
Alstom Trailer Coach	6462	\$3,530,000
Alstom Trailer Coach	6463	\$3,530,000